

Robert M. Hirsh
Jordana L. Renert
ARENT FOX LLP
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Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
ROCK & REPUBLIC ENTERPRISES, INC.,	:	Case No. 10-11728 (AJG)
<i>et al.</i> ,	:	
	:	
Debtors.	:	Jointly Administered
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**MONTHLY STATEMENT OF ARENT FOX LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OF DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc pro tunc</i> to April 12, 2010
Time Period:	December 1, 2010 – December 31, 2010
Total Amount of Compensation for Professional Services:	\$211,621.50
<i>Less</i> Holdback pursuant to Order dated 04/29/10 (20%):	<u>\$42,324.30</u>
Interim Compensation for Professional Services (80%):	\$169,297.20
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$ 2,909.65</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$172,206.85

ARENT FOX LLP

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Washington, D.C. 20036-5339

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Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1294896
Invoice Date 01/20/11
Client Number 032509

Category	Hours	Total
FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2010		
00000 General	.00	2,909.65
00002 Case Management and Operating Reports	2.00	621.00
00003 Corporate and Business Matters	.20	72.00
00004 Sale and Disposition of Assets	203.20	70,975.50
00005 Asset Analysis and Recovery	8.10	2,166.00
00006 Claims Administration and Objections	8.20	3,073.00
00007 Miscellaneous Motions and Objections	33.60	13,773.00
00008 Committee and Debtor Communications, Conference	24.90	12,672.00
00010 Professional Retention	8.50	2,561.50
00011 Plan and Disclosure Statement Matters and Solici	237.60	97,031.50
00012 Cash Collateral and DIP Financing	2.10	756.00
00022 Fee Applications	22.00	7,920.00
Totals	550.40	214,531.15

(00000) MATTER NUMBER
RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

FOR CHARGES:

11/02/10	PHONE CHARGES	45.17
10/19/10	PHONE CHARGES	43.49

TOTAL FOR: PHONE CHARGES 88.66

12/07/10	DUPLICATING SUMMARY User Yolanda Cruz copied 7 on 12/07/2010 at 11:20 hrs	1.40
12/22/10	DUPLICATING SUMMARY User Jeffrey Whitaker copied 3281 on 12/22/2010 at 13:03 hrs	656.20
12/30/10	DUPLICATING SUMMARY User Yolanda Cruz copied 38 on 12/30/2010 at 13:33 hrs	7.60
12/30/10	DUPLICATING SUMMARY User Yolanda Cruz copied 38 on 12/30/2010 at 13:36 hrs	7.60
12/10/10	COLOR DUPLICATING User Reggie Redwine copied 70 on 12/10/2010 at 09:41 hrs	52.50
12/10/10	COLOR DUPLICATING User Brian Irace copied 699 on 12/10/2010 at 11:30 hrs	524.25

TOTAL FOR: DUPLICATING SUMMARY 1,249.55

12/30/10	OTHER DATABASE SEARCH- PACER 11/30/2010	88.82
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TOTAL FOR: OTHER DATABASE SEARCH 88.82

12/01/10	WESTLAW User: BROWNSTEIN, BETH	4.08
12/01/10	WESTLAW User: BROWNSTEIN, BETH	39.20
12/01/10	WESTLAW User: BROWNSTEIN, BETH	27.43
12/01/10	WESTLAW User: BROWNSTEIN, BETH	33.97
12/01/10	WESTLAW User: BROWNSTEIN, BETH	29.11
12/01/10	WESTLAW User: BROWNSTEIN, BETH	181.07

TOTAL FOR: WESTLAW 314.86

12/03/10	OUTSIDE DUPLICATING - JORDANA RENERT INTERNET ACCESS AND DUPLICATING	81.50
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TOTAL FOR: OUTSIDE DUPLICATING 81.50

11/18/10	OVERTIME MEALS & CABS - JORDANA RENERT CAB WORKING	21.90
12/01/10	OVERTIME MEALS - SEAMLESS WEB	25.62

	PROFESSIONAL	
11/19/10	OVERTIME MEALS & CABS - JORDANA RENERT CAB WORKING LATE	21.50
12/07/10	OVERTIME MEALS & CABS - JORDANA RENERT CAB WORKING LATE	26.70
12/10/10	OVERTIME MEALS & CABS - JORDANA RENERT WORKING LATE CAB FARE	22.70
12/15/10	OVERTIME MEALS & CABS - JORDANA RENERT WORKING LATE CAB FARE	21.10
12/16/10	OVERTIME MEALS & CABS - JORDANA RENERT WORKING LATE CAB FARE	20.00
12/17/10	OVERTIME MEALS & CABS - JORDANA RENERT CAB FARE	21.00
12/17/10	OVERTIME MEALS & CABS - JORDANA RENERT WORKING LATE CAB FARE	29.10
11/15/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	136.53
12/20/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	24.28
12/13/10	OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	24.91
12/14/10	OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	24.91
12/15/10	OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	24.91
12/15/10	OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	24.26
12/16/10	OVERTIME MEALS & CABS - SEAMLESS WEB PROFESSIONAL	24.91
12/07/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	142.86
12/07/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	24.91
12/09/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	22.53
12/09/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	24.91
12/09/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	14.33
12/08/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	23.26
	TOTAL FOR: OVERTIME MEALS & CABS	747.13
12/03/10	TAXICABS - BETH BROWNSTEIN PARKING/TAXI:TRAVEL DEST: ROCK & REPUBLIC	24.10
12/10/10	TAXICABS - SARAH MARKS TAXI	5.29
12/09/10	TAXICABS - COMMUNICAR DEST: QUEENS 11433	72.62
12/15/10	TAXICABS - COMMUNICAR DEST: QUEEN 11433	78.17
11/23/10	TAXICABS - CRC MANAGEMENT INC. DEST: 360 SHERMAN ST	63.11

	TOTAL FOR: TAXICABS	243.29
12/20/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Cheryl Moorman Company: Rock & Republic Enterprises, I City: CULVER CITY, CA Received by: S.KEUNG	5.94
12/20/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Arthur Goldstein Alex Spizz Company: Todtman, Nachamie, Spizz & Joh City: NEW YORK CITY, NY Received by: V.AVILES	5.78
12/20/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Richard C. Morrissey, Esq. Company: Office of the United States Tr City: NEW YORK CITY, NY Received by: S.ROSARIO	5.78
12/22/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Joseph H. Smolinsky Company: Weil, Gotshal & Manges LLP City: NEW YORK CITY, NY Received by: A.CHUFFIONS	9.00
12/23/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Joseph H. Smolinsky Company: Weil, Gotshal & Manges LLP City: NEW YORK CITY, NY Received by: M.ADIALLO	9.00

	TOTAL FOR: OVERNIGHT DELIVERY	35.50
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11/30/10	MEALS - ANDREW SILFEN WORKING LUNCH	23.84
12/01/10	MEALS - ROBERT HIRSH MEAL:B BROWNSTEIN:ROCK AND REPUBLIC MEETING	36.50

	TOTAL FOR: MEALS	60.34
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CURRENT CHARGES

2,909.65

SUBTOTAL FOR THIS MATTER

\$2,909.65

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/21/10	JR RENERT	Attend to case files and administrative issues.	.4	144.00
12/21/10	JR RENERT	Review and update 2002 service list and communications with L.Indelicato and claims agent regarding same.	.3	108.00
12/21/10	LA INDELICATO	Prepare updated 2002 service list.	1.1	297.00
12/23/10	JR RENERT	Attend to case files.	.2	72.00

CURRENT FEES

621.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.9	at \$360.00 =	324.00
LISA INDELICATO	1.1	at \$270.00 =	297.00
TOTALS	2.0		621.00

SUBTOTAL FOR THIS MATTER

\$621.00

(00003) MATTER NUMBER

RE: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/23/10	JR RENERT	Communications with R.Hirsh and A.Goldstein regarding debtors' budget.	.2	72.00

CURRENT FEES

72.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.2	at \$360.00 =	72.00
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TOTALS	0.2		72.00

SUBTOTAL FOR THIS MATTER

\$72.00

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/01/10	BM BROWNSTEIN	Begin research on bid procedures motion.	3.6	1,044.00
12/01/10	BM BROWNSTEIN	Conference call with VF Corp Counsel to review APA and Plan.	1.6	464.00
12/01/10	AI SILFEN	Review documents, strategy and approach conference, formulate response.	1.0	810.00
12/01/10	JR RENERT	Brief review of Weil's comments to asset purchase agreement and communications with B.Brownstein regarding same.	.2	72.00
12/01/10	RM HIRSH	Telephone conference with S. Toub regarding further discussions of revisions to APA and strategy relating to Motion to Approve Bidding Procedures.	.5	325.00
12/02/10	RM HIRSH	Review/analysis of draft Bidding Procedures.	.5	325.00
12/02/10	JA RIESER JR.	Review and consider issues in new draft of Asset Purchase Agreement and plan of liquidation.	4.2	2,730.00
12/02/10	BM BROWNSTEIN	Meet with R. Hirsh, J. Jordan and FTI regarding open issues in APA.	.7	203.00
12/02/10	JE JORDAN	Review purchase agreement; draft comments.	3.3	2,145.00
12/02/10	JA RIESER JR.	Discussion with R. Honigman regarding plan of liquidation.	1.2	780.00
12/02/10	JA RIESER JR.	Conference call with R. Hirsh regarding Asset Purchase Agreement and Plan of Liquidation.	1.0	650.00
12/03/10	BM BROWNSTEIN	Revise and draft of Bid Procedures.	2.1	609.00
12/03/10	SI MARKS	Telephone call with B. Brownstein re Michael Ball related companies/any trademark applications or registrations, search trademark office, confirm that there are no applications/registrations listed on the trademark office for Rock Beauty Inc. and Rock Cosmetics Inc.	.3	117.00
12/03/10	BM BROWNSTEIN	Begin drafting bid procedures motion.	3.4	986.00
12/03/10	BM BROWNSTEIN	Call with S. Marks to discuss license and trademark issues with Intellectual Property.	.4	116.00
12/03/10	JE JORDAN	Review purchase agreement representations; draft comments.	.4	260.00

12/05/10	JR	RENERT	Brief review of bidding procedures and communications with B.Brownstein regarding drafting bid procedures motion.	.3	108.00
12/05/10	JR	RENERT	Brief review of revised asset purchase agreement.	.4	144.00
12/05/10	BM	BROWNSTEIN	Continue drafting bidding procedures motion.	5.7	1,653.00
12/06/10	JR	RENERT	Review bidding procedures and communications with B.Brownstein regarding same.	.4	144.00
12/06/10	JR	RENERT	Meet with R.Hirsh regarding bid procedures motion and disclosure statement motion and other case issues.	.3	108.00
12/06/10	JR	RENERT	Meet with B.Brownstein regarding bid procedures motion.	.3	108.00
12/06/10	AI	SILFEN	Review and revise sale terms.	.5	405.00
12/06/10	BM	BROWNSTEIN	Continue drafting the Bidding Procedures Motion.	1.4	406.00
12/07/10	RM	HIRSH	Review/analysis draft waterfall analysis prepared by FTI (.50); Telephone conference with M. Cordasco and J. Renert regarding same (.20).	.7	455.00
12/07/10	BM	BROWNSTEIN	Continue drafting the Bidding Procedures Motion.	3.1	899.00
12/07/10	BM	BROWNSTEIN	Reviewed APA for changes and comments to discuss with VF.	.8	232.00
12/07/10	JR	RENERT	Meet with B.Brownstein regarding bid procedures motion and revised asset purchase agreement.	.3	108.00
12/07/10	JR	RENERT	Multiple meetings with R.Hirsh and B.Brownstein regarding revisions to asset purchase agreement.	.4	144.00
12/07/10	JR	RENERT	Communications with B.Brownstein and J.Lurie regarding revised asset purchase agreement.	.1	36.00
12/07/10	JR	RENERT	Review revised asset purchase agreement.	.5	180.00
12/08/10	TV	BRANCH	Conduct international trademark searches re following marks and owners: 1. Rock & Republic (Ser. Nos. 85/093272); 2. Rocksteady by Rock & Republic (Ser. Nos. 85/080606); 3. Republic by Rock & Republic (Ser. Nos. 85/071176; 85/071268; 85/071275; 85/071287); 4. Rock by Rock & Republic (Ser. Nos. 85/071190, 85/071271; 85/071283); 5. Republic by R&R (Ser. Nos. 85/071195; 85/071273; 85/071285); 6. Rock by R&R (Ser. Nos. 85/071197; 85/071274; 85/071286); 7. Republic of Rock (Ser. Nos. 85/071269; 85/071280; 85/071184); 8. Rock is King (Reg. No. 3,803,569); 9. Socialista (Reg. No. 3,845,573) and owner searches for	10.1	2,525.00

			Michael Ball; Triple R, Inc.; Rock & Republic Enterprises Inc ; Rock Holdings, Inc. and RRE.		
12/08/10	JR	RENERT	Communications with S.Marks and R.Hirsh regarding status of international trademarks.	.2	72.00
12/08/10	JR	RENERT	Communications with B.Brownstein and R.Hirsh regarding case status and next steps with transaction and follow-up with S.Marks.	.5	180.00
12/08/10	JR	RENERT	Review list of trademarks and other issues related to intellectual property assets.	.3	108.00
12/08/10	JR	RENERT	Review charts summarizing prior domestic trademark searches.	.4	144.00
12/08/10	BM	BROWNSTEIN	Continue to draft bid procedures motion.	2.4	696.00
12/08/10	SI	MARKS	Correspondence with R. Hirsh and J. Renert re international searches needed and search parameters.	.4	156.00
12/08/10	TV	BRANCH	Review e-mail of and discussion with S. Marks re same.	.4	100.00
12/08/10	SI	MARKS	Correspondence with T. Branch re running the search.	.2	78.00
12/08/10	SI	MARKS	Review search results, highlight our client's marks and note third party regs/apps.	1.0	390.00
12/08/10	SI	MARKS	Telephone call with R. Hirsh re status update/next steps.	.2	78.00
12/08/10	SI	MARKS	Meeting with T. Branch requesting chart of our marks and investigate third party apps/regs.	.2	78.00
12/08/10	SI	MARKS	Review search results, prepare/send correspondence to R. Hirsh re search results, correspondence with S. Toub re Rock Holding and Rock & Republic Enterprises international search results.	.4	156.00
12/08/10	SI	MARKS	Telephone call with R. Hirsh re domestic trademark apps/regs for Rock Holdings.	.2	78.00
12/08/10	SI	MARKS	Meet with T. Jones re charts needed.	.2	78.00
12/08/10	SI	MARKS	Meet with R. Hirsh and clients re search results/trademark proceedings.	1.3	507.00
12/08/10	SI	MARKS	Correspondence with R. Hirsh/J. Renert re search results.	.3	117.00
12/09/10	TV	BRANCH	Conduct further searches re comparison of client list of applications/registrations with search reports.	12.0	3,000.00
12/09/10	BM	BROWNSTEIN	Continue to draft bid procedures motion and review and finalize for J. Renert review.	1.4	406.00

12/09/10	TV	BRANCH	Conduct due diligence and discussions and exchanges of e-mail with S. Marks re charts of applications/registrations in the name of Rock & Republic Enterprises Inc. and Rock Holdings Inc.	.5	125.00
12/09/10	JR	RENERT	Meet with S.Marks regarding trademark status.	.3	108.00
12/09/10	JR	RENERT	Review charts summarizing international trademarks and communications with S.Marks and R.Hirsh regarding same.	.7	252.00
12/09/10	JR	RENERT	Review communications from R.Hirsh, and FTI regarding debtors' requests in connection with VF transaction.	.4	144.00
12/09/10	JR	RENERT	Review and revise bid procedures motion and review other precedents in connection with same.	3.7	1,332.00
12/09/10	RM	HIRSH	Review/analysis of trademark charts.	.8	520.00
12/09/10	SI	MARKS	Meeting with T. Jones requesting search for Global Domination, review search results, correspondence with R. Hirsh reporting results/next steps, correspondence with T. Branch requesting international search, meeting with J. Renert re current chart information and request new chart for applications/registrations that need to be assigned, prepare charts, send to J. Renert, review various charts from T. Branch and send to R. Hirsh/J. Renert/B. Brownstein and revise charts accordingly, telephone call with R. Hirsh/J. Renert re charts to be provided to Weil, telephone call to R. Singer re work done so far/request for work product sharing, prepare/send correspondence to Weil with chart summaries and explaining charts, review draft of comparison chart and give T. Branch revision requests	7.2	2,808.00
12/09/10	RM	HIRSH	Conferenced with J. Renert and S. Marks regarding same and strategy.	.3	195.00
12/09/10	RM	HIRSH	Telephone conference with S. Simms and counsel to VF regarding status and strategy.	.6	390.00
12/10/10	SI	MARKS	Prepare/send correspondence to M. Cryan with charts/explaining charts/ providing a summary to be included into the motion re trademark activity (1.4)	1.4	546.00

12/10/10	TV	BRANCH	Conduct due diligence and discussions and exchanges of e-mail with S. Marks re charts of applications/registrations in the name of Rock & Republic Enterprises Inc. and Rock Holdings Inc.	.6	150.00
12/10/10	DJ	KOZLOWSKI	Meet with Rob Hirsh, Jordana Renert and begin legal research re IP-related issues.	1.6	680.00
12/10/10	BM	BROWNSTEIN	Drafted Notice and Order for Bidding Procedures motion.	3.1	899.00
12/10/10	BM	BROWNSTEIN	Meet with R. Hirsh, J. Renert, S. Marks, M. Cryan reviewing trademark issues, plan, litigation and strategy going forward.	1.1	319.00
12/10/10	BM	BROWNSTEIN	Revise Bidding Procedures Motion pursuant to J. Renert's comments.	2.8	812.00
12/10/10	JR	RENERT	Brief review of trademark comparison charts and communications with S.Marks regarding same.	.1	36.00
12/10/10	JR	RENERT	Meet with D.Kozlowski regarding research in connection with intellectual property issues; R.Hirsh, M.Cryan, B.Brownstein and S.Marks regarding 2004 motion and follow-up meeting with R.Hirsh regarding revisions to plan.	1.6	576.00
12/10/10	JR	RENERT	Review and revise bid procedures motion.	.7	252.00
12/10/10	JR	RENERT	Meet with S.Marks regarding trademark comparison charts.	.4	144.00
12/10/10	JR	RENERT	Prepare for meeting at Weil regarding trademark issues and plan.	.4	144.00
12/10/10	TV	BRANCH	Conduct further searches re comparison of client list of applications/registrations with search reports.	6.4	1,600.00
12/10/10	SI	MARKS	Prepare/send correspondence to Weil with Rock & Republic Ent v. Rock Holding comparison chart for international apps/regs.	.4	156.00
12/10/10	SI	MARKS	Meet with T. Branch re discrepancies found and instructions to chart the discrepancies based on why not originally found in search results.	.6	234.00
12/10/10	SI	MARKS	Meet with J. Renert to explain the comparison charts.	.4	156.00
12/10/10	SI	MARKS	Prepare for meeting with Weil.	.4	156.00
12/10/10	SI	MARKS	Meeting with Weil re charts and next steps.	2.3	897.00
12/10/10	SI	MARKS	Conference call with Arent Fox team re motion filing.	1.1	429.00

12/10/10	SI	MARKS	Meet with T. Branch re charts needed for motion; Review update search results for Michael Ball and Rock Holdings, highlight relevant hits and report to T. Branch.	1.8	702.00
12/12/10	TV	BRANCH	Conduct due diligence and discussions and exchanges of e-mails with S. Marks re charts of applications/registrations in the name of Rock & Republic Enterprises Inc. and Rock Holdings Inc.	1.3	325.00
12/12/10	TV	BRANCH	Conduct further searches re comparison of client list of applications/registrations with search reports.	6.2	1,550.00
12/12/10	MD	FLAHAUT	Further review and revision of rule 2004 motion and exchange of e-mails with M. Cryan and J. Renert re same.	1.3	416.00
12/13/10	SI	MARKS	Review charts from T. Branch, review draft motion, prepare/send correspondence and telephone call with M. Cryan providing comments/revisions for the trademark sections and sending charts.	1.3	507.00
12/13/10	MD	FLAHAUT	Further preparation of 2004 motion and related documents.	3.2	1,024.00
12/13/10	TV	BRANCH	Exchange of e-mail with S. Marks re chart of assignment of marks between parties.	.3	75.00
12/13/10	RM	HIRSH	Telephone conference with VF, counsel to VF and FTI regarding strategy relating to possible settlement with the Debtors.	.9	585.00
12/13/10	MD	FLAHAUT	Receipt and review of trademark transfer and registration information from S. Marks in preparation for using same in 2004 motion.	.8	256.00
12/13/10	MD	FLAHAUT	Telephone conferences and exchange of e-mails with M. Cryan re 2004 motion.	.3	96.00
12/13/10	JR	RENERT	Prepare for and participate in conference call with VF, VF's counsel, FTI and R.Hirsh regarding potential deal with debtors and M.Ball.	.8	288.00
12/13/10	BM	BROWNSTEIN	Conference call with FTI and Debtors regarding settlement.	1.1	319.00
12/13/10	MJ	JENKINS	Interoffice conference with S. Marks concerning R&R trademark charts.	.3	181.50
12/14/10	BM	BROWNSTEIN	Call with J. Renert to discuss motions going forward including motion for breakup fee, shorten notice, and bid procedures if no consensual deal.	.5	145.00
12/14/10	BM	BROWNSTEIN	Begin drafting Breakup Fee motion in contemplate of consensual plan.	3.3	957.00
12/14/10	TV	BRANCH	Discussions with S. Marks re same.	.3	75.00

12/14/10	TV	BRANCH	Conversion of owner charts into one of all applications/registration active/inactive in the name of Michael F. Ball; Rock Holdings, Inc. and Rock & Republic Enterprises, Inc.	1.7	425.00
12/14/10	TV	BRANCH	Review of search reports re same.	.5	125.00
12/14/10	SI	MARKS	Review information requests from R. Hirsh and J. Renert.	.5	195.00
12/14/10	SI	MARKS	Review relevant applications and registrations, respond to information requests.	2.7	1,053.00
12/14/10	SI	MARKS	Telephone call with J. Renert re excluding abandoned marks, create chart of requested information.	.5	195.00
12/14/10	SI	MARKS	Prepare/send correspondence to J. Renert to provide to Weil explaining chart.	.3	117.00
12/14/10	RM	HIRSH	Attended meeting with counsel for VF regarding various issues and strategy relating to trademarks and sale issues.	2.9	1,885.00
12/14/10	JR	RENERT	Communications with S.Marks regarding additional trademark searches based on M.Ball's requested retained marks.	.2	72.00
12/14/10	JR	RENERT	Review debtors' comments to asset purchase agreement.	.2	72.00
12/14/10	JR	RENERT	Prepare for and participate in pre-call with VF, VF's counsel, R.Hirsh, B.Brownstein and FTI regarding debtors' comments to asset purchase agreement.	.3	108.00
12/14/10	JR	RENERT	Prepare for and participate in conference call with debtors' professionals, R.Hirsh, B.Brownstein, FTI, VF, and VF's counsel regarding asset purchase agreement.	1.5	540.00
12/15/10	TV	BRANCH	Conversion of lists of applications and registrations in the name of Michael F. Ball; Rock Holdings, Inc. and Rock & Republic Enterprises, Inc.	8.4	2,100.00
12/15/10	SI	MARKS	Telephone call with R. Hirsh re schedules needed.	.4	156.00
12/15/10	TV	BRANCH	Discussions with S. Marks re same.	.6	150.00
12/15/10	SI	MARKS	Meet with T. Branch re additional information to include in master list chart, telephone call with Weil re course of action, review master list chart, prepare/send master list to AF team, prepare/send correspondence and master list to Weil.	3.0	1,170.00
12/15/10	BM	BROWNSTEIN	Continue drafting and making revisions to breakup fee motion in contemplation of a consensual plan to correspond with updated related documents.	5.3	1,537.00
12/15/10	BM	BROWNSTEIN	Draft proposed order for breakup fee motion for consensual plan.	1.6	464.00

12/15/10	JR	RENERT	Communications with B. Brownstein regarding bid procedures motion and administrative matters in connection with filing plan and disclosure statement and related documents.	.4	144.00
12/16/10	BM	BROWNSTEIN	Review revised APA.	2.3	667.00
12/16/10	BM	BROWNSTEIN	Begin to revise break up fee motion for a consensual transaction in accordance with revised APA.	4.6	1,334.00
12/16/10	BM	BROWNSTEIN	Begin to revise breakup fee order in accordance with revised breakup fee motion and consensual transaction.	1.1	319.00
12/16/10	JR	RENERT	Review revised asset purchase agreement.	.6	216.00
12/16/10	TV	BRANCH	Discussions with and e-mail to S. Marks re same.	.4	100.00
12/16/10	SI	MARKS	Prepare summary for R. Hirsh.	.9	351.00
12/16/10	SI	MARKS	Conference call with Weil re perfecting trademark rights internationally.	.3	117.00
12/16/10	SI	MARKS	Conduct preliminary research on third parties with "Rock" trademarks.	.4	156.00
12/16/10	TV	BRANCH	Revise and finalize conversion of lists of applications and registrations in the name of Michael F. Ball; Rock Holdings, Inc. and Rock & Republic Enterprises, Inc.	2.1	525.00
12/17/10	RM	HIRSH	Review/analysis and revise Joint Motion of the Official Committee of Unsecured Creditors and the Debtors for Approval of Break-up Protections and Expenses for VF (.80); Conferenced with B. Brownstein regarding same and strategy (.20).	1.0	650.00
12/17/10	JR	RENERT	Prepare for and participate on conference call regarding open items in asset purchase agreement.	.8	288.00
12/17/10	JR	RENERT	Participate in additional conference call regarding finalizing definition of purchased assets in asset purchase agreement.	.4	144.00
12/17/10	DJ	KOZLOWSKI	Office conference to discuss resolution of IP issue.	.2	85.00
12/17/10	BM	BROWNSTEIN	Review and revise various revisions of the APA.	2.4	696.00
12/17/10	BM	BROWNSTEIN	Revise consensual breakup fee motion to implement R. Hirsh changes.	1.8	522.00
12/18/10	JR	RENERT	Brief review of finalized asset purchase agreement and schedules.	.3	108.00
12/20/10	RM	HIRSH	Prepare escrow agreement and related documents.	.6	390.00
12/20/10	JR	RENERT	Review and provide comments on buyer's protections motion.	.3	108.00
12/20/10	JR	RENERT	Revise escrow agreement.	.9	324.00

12/20/10	BM	BROWNSTEIN	Participate in call with VF to review Bid Protections Motion.	.5	145.00
12/20/10	BM	BROWNSTEIN	Revise buyer protections motion (consensual) to incorporate comments from all parties; includes multiple turns of the document.	6.2	1,798.00
12/20/10	BM	BROWNSTEIN	Call with Debtors and VF to finalize documents before filing.	.5	145.00
12/20/10	BM	BROWNSTEIN	Conduct research regarding buyer protection motion.	1.3	377.00
12/20/10	AC	UDIN	Revise escrow agreement per changes requested by Rob Hirsh and incorporated provisions from asset purchase agreement.	1.2	612.00
12/21/10	RM	HIRSH	Attend to finalization of escrow agreement.	1.1	715.00
12/21/10	JR	RENERT	Review and revise escrow agreement and communications with R.Hirsh regarding same.	.3	108.00
12/21/10	JR	RENERT	Review revisions to escrow agreement and communications regarding same.	.7	252.00
12/21/10	RM	HIRSH	Multiple telephone conferences with debtors' counsel and counsel for purchaser regarding same.	.4	260.00
12/22/10	RM	HIRSH	Attend to finalization and execution of the escrow agreement.	1.1	715.00
12/22/10	JR	RENERT	Communications with R.Hirsh regarding finalizing escrow agreement.	.3	108.00
12/23/10	RM	HIRSH	Multiple telephone conferences with Debtor's counsel regarding wind-down issues and issues relating to revisions to Escrow Agreement and change of Agent.	.6	390.00
12/23/10	JR	RENERT	Communications with R.Hirsh regarding escrow agreement.	.2	72.00
12/27/10	JR	RENERT	Communications with R.Hirsh and A.Goldstein regarding status of escrow agreement.	.3	108.00
12/28/10	JR	RENERT	Communications with A.Golstein regarding escrow agreement.	.3	108.00
12/29/10	JR	RENERT	Review communications regarding escrow agreement.	.2	72.00
12/29/10	JR	RENERT	Review revised escrow agreement.	.3	108.00

CURRENT FEES

70,975.50

TIMEKEEPER TIME SUMMARY

ANDREW I. SILFEN	1.5	at	\$810.00 =	1,215.00
JEFFREY E. JORDAN	3.7	at	\$650.00 =	2,405.00
JOSEPH A. RIESER JR	6.4	at	\$650.00 =	4,160.00
ROBERT HIRSH	12.0	at	\$650.00 =	7,800.00
MARYLEE JENKINS	.3	at	\$605.00 =	181.50
ANDREW C. UDIN	1.2	at	\$510.00 =	612.00
DAVID J. KOZLOWSKI	1.8	at	\$425.00 =	765.00
SARAH I. MARKS	30.6	at	\$390.00 =	11,934.00
JORDANA RENERT	22.2	at	\$360.00 =	7,992.00
M. DOUGLAS FLAHAUT	5.6	at	\$320.00 =	1,792.00
BETH M. BROWNSTEIN	66.1	at	\$290.00 =	19,169.00
TANYA V. J. BRANCH	51.8	at	\$250.00 =	12,950.00
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TOTALS	203.2			70,975.50

SUBTOTAL FOR THIS MATTER

\$70,975.50

(00005) MATTER NUMBER

RE: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/14/10	JR RENERT	Communications with M.McKibben regarding asset search.	.3	108.00
12/14/10	ML MCKIBBEN	Conduct Westlaw search on Michael Ball and against all entities where he is a principal.	.9	234.00
12/14/10	ML MCKIBBEN	Prepare a spreadsheet with all real property assets, detailing assessed valuation, open mortgages and tax liens.	2.9	754.00
12/15/10	JR RENERT	Communications with M.McKibben regarding asset search.	.2	72.00
12/15/10	ML MCKIBBEN	Further review of Westlaw search and abstract same into spreadsheet detailing Michael Ball's real estate assets.	1.8	468.00
12/16/10	ML MCKIBBEN	Further research on real property assets of Michael F. Ball	.6	156.00
12/16/10	JR RENERT	Communications with M.McKibben regarding asset search.	.1	36.00
12/17/10	ML MCKIBBEN	Review of liens and judgments filed against Michael F. Ball individually and as principal of numerous entities.	1.3	338.00

CURRENT FEES

2,166.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	.6	at \$360.00 =	216.00
MIRIAM LYLE MCKIBBE	7.5	at \$260.00 =	1,950.00
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TOTALS	8.1		2,166.00

SUBTOTAL FOR THIS MATTER

\$2,166.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/03/10	MS CRYAN	Draft Committee's statement regarding 144 Spring Claim for contested matter.	.9	508.50
12/03/10	NA CONSTANTINO	Finalize and efile Committee Statement and Memorandum of Law in Support of debtors' objection of claim of 144 Spring Realty.	.2	53.00
12/03/10	BM BROWNSTEIN	Revise committees' objection to Spring Street proof of claim.	.5	145.00
12/03/10	JR RENERT	Communications with R.Hirsh, M.Cryan and B.Brownstein regarding committee statement in connection with Spring Street litigation and review filed statement.	.4	144.00
12/06/10	JR RENERT	Communications with R.Hirsh regarding debtors' memorandum of law in connection with Spring Street litigation.	.1	36.00
12/07/10	JR RENERT	Communications with M.Cordasco regarding claims reconciliation analysis.	.2	72.00
12/07/10	JR RENERT	Meet with R.Hirsh regarding claims analysis and call with M.Cordasco regarding same.	.2	72.00
12/07/10	JR RENERT	Further review of claims analysis and circulate to committee.	.1	36.00
12/08/10	JR RENERT	Review and revise email to committee summarizing debtors' Spring Street brief.	.4	144.00
12/08/10	JR RENERT	Communications with M.Cryan and debtors' counsel regarding Spring Street trial.	.1	36.00
12/08/10	MS CRYAN	Draft correspondence to Committee regarding 144 Spring contested matter.	.9	508.50
12/20/10	JR RENERT	Communications with R.Hirsh regarding debtors' objection to Simms' proof of claim.	.1	36.00
12/21/10	JR RENERT	Communications with A.Goldstein regarding Simms claim objection hearing and other case issues and follow-up with R.Hirsh regarding same.	.3	108.00
12/22/10	JR RENERT	Communications with A.Spizz regarding Simms scheduling order.	.2	72.00
12/22/10	JR RENERT	Review scheduling order in connection with Simms claims objection and communications with A.Spizz regarding same.	.3	108.00

12/22/10	LA	INDELICATO	Review, revise and file committee's joinder to the debtors' objection to the Simm's claim.	.6	162.00
12/22/10	BM	BROWNSTEIN	Draft objection and joinder of debtors' objection to Simms claim.	2.0	580.00
12/23/10	JR	RENERT	Communications with A.Goldstein regarding budget and Simms claims objection.	.2	72.00
12/27/10	JR	RENERT	Review revised proposed scheduling order in connection with Simms claims objection.	.2	72.00
12/28/10	JR	RENERT	Review Simms scheduling order and communications with R.Hirsh and A.Goldstein regarding same.	.3	108.00

CURRENT FEES

3,073.00

TIMEKEEPER TIME SUMMARY

MICHAEL S. CRYAN	1.8	at	\$565.00 =	1,017.00
JORDANA RENERT	3.1	at	\$360.00 =	1,116.00
BETH M. BROWNSTEIN	2.5	at	\$290.00 =	725.00
LISA INDELICATO	.6	at	\$270.00 =	162.00
NOVA A. CONSTANTINO	.2	at	\$265.00 =	53.00

TOTALS	8.2			3,073.00

SUBTOTAL FOR THIS MATTER

\$3,073.00

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/01/10	BM BROWNSTEIN	Call with Debtors' counsel to discuss insurance financing agreement.	.2	58.00
12/02/10	BM BROWNSTEIN	Prepare for and participate in call with Debtors' counsel to discuss insurance financing agreement.	.2	58.00
12/05/10	JR RENERT	Review case docket including notices of adjournment and claim transfers filed in last week and update calendar entries regarding same.	.3	108.00
12/08/10	JR RENERT	Communications with A.Goldstein regarding insurance financing motion.	.2	72.00
12/09/10	BM BROWNSTEIN	Correspondence with J. Renert regarding outstanding issues, motions going forward, drafts and revisions of current documents.	1.3	377.00
12/09/10	BM BROWNSTEIN	Draft 2004 motions.	5.8	1,682.00
12/10/10	MD FLAHAUT	Exchange of e-mails with M. Cryan and B. Brownstein re issues to raise in the 2004 examination motion.	.4	128.00
12/10/10	JR RENERT	Communications with M.Cryan regarding 2004 motion and draft email with additional information to include.	.3	108.00
12/10/10	RM HIRSH	Conferenced with M. Cryan and Arent Fox team regarding Motion for 2004 and strategy.	1.1	715.00
12/10/10	MS CRYAN	Analyze background documents in order to prepare motion.	2.9	1,638.50
12/10/10	MD FLAHAUT	Detailed review of bidding procedures motion and the committee's proposed disclosure statement and plan in preparation for drafting rule 2004 motion.	1.4	448.00
12/11/10	MD FLAHAUT	Draft rule 2004 motion.	5.6	1,792.00
12/11/10	MD FLAHAUT	Conference with M. Cryan re rule 2004 motion.	.3	96.00
12/12/10	JR RENERT	Review and revise 2004 motion and communications with R.Hirsh and B.Brownstein regarding same.	3.4	1,224.00
12/12/10	BM BROWNSTEIN	Review and revise draft of 2004 motion.	1.5	435.00
12/12/10	MS CRYAN	Analyze documents in order to prepare Rule 2004 motion as to the debtors and Ball.	4.6	2,599.00
12/12/10	BM BROWNSTEIN	Communications with J. Renert regarding same.	.3	87.00
12/13/10	MS CRYAN	Revise Rule 2004 motion as to the debtors and Ball.	2.9	1,638.50

12/14/10	RM	HIRSH	Review/analysis RKF, LLC's Objection to Debtor's Fourth Motion to Extend Exclusivity (.30); Multiple telephone conferences with counsel for RKF regarding same and negotiation of withdrawal of same (.40).	.7	455.00
12/16/10	LA	INDELICATO	Review docket for formal notice of Tavex's resignation from the Committee and correspond with Jordana Renert regarding same.	.2	54.00

CURRENT FEES

13,773.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	1.8	at	\$650.00 =	1,170.00
MICHAEL S. CRYAN	10.4	at	\$565.00 =	5,876.00
JORDANA RENERT	4.2	at	\$360.00 =	1,512.00
M. DOUGLAS FLAHAUT	7.7	at	\$320.00 =	2,464.00
BETH M. BROWNSTEIN	9.3	at	\$290.00 =	2,697.00
LISA INDELICATO	.2	at	\$270.00 =	54.00

TOTALS	33.6			13,773.00

SUBTOTAL FOR THIS MATTER

\$13,773.00

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/03/10	RM HIRSH	Telephone conference with B. Hana regarding status.	.3	195.00
12/03/10	BM BROWNSTEIN	Prepare for and participate in weekly committee call.	.8	232.00
12/03/10	BM BROWNSTEIN	Conference with R. Hirsh to discuss committee call and actions going forward.	.4	116.00
12/03/10	RM HIRSH	Attend Committee call regarding status and strategy.	1.1	715.00
12/06/10	JR RENERT	Communications with B.Brownstein regarding status of bid procedures, plan, disclosure statement, Simms claim objection, insurance financing motion and other case issues.	.3	108.00
12/06/10	JR RENERT	Draft agenda for tomorrow's committee call and communications with M.Cordasco regarding same.	.2	72.00
12/06/10	JR RENERT	Prepare for and participate in committee call regarding VF's counsel, R.Hirsh and B.Brownstein regarding bid procedures and plan.	.5	180.00
12/06/10	JR RENERT	Communications with R.Hirsh and B. Brownstein regarding Spring Street litigation, agenda for tomorrow's call, committee minutes, November time detail.	.3	108.00
12/07/10	JR RENERT	Prepare for and participate in committee call.	1.1	396.00
12/07/10	BM BROWNSTEIN	Participate in weekly committee call.	1.0	290.00
12/07/10	BM BROWNSTEIN	Follow up with J. Renert.	.2	58.00
12/07/10	RM HIRSH	Attend Committee conference call regarding status of case, VF deal and strategy.	1.0	650.00
12/08/10	RM HIRSH	Telephone conference with counsel for New Pacific regarding various issues regarding the Plan of Liquidation.	.4	260.00
12/08/10	JR RENERT	Communications with B.Brownstein regarding case status including bid procedures motion and insurance financing motion.	.2	72.00
12/08/10	JR RENERT	Review documents and outline open issues in preparation for today's meeting with debtors' professionals and VF.	.3	108.00

12/08/10	JR	RENERT	Communications regarding preparation for today's call with debtors' professionals and VF.	.3	108.00
12/09/10	JR	RENERT	Communications with R.Hirsh, FTI and committee members regarding scheduling of tomorrow's committee call.	.2	72.00
12/10/10	RM	HIRSH	Attended Committee call regarding status of case and strategy.	.8	520.00
12/10/10	RM	HIRSH	Telephone conference with Debtor's counsel and S. Simms regarding negotiation in connection with settlement of deal.	.6	390.00
12/10/10	JR	RENERT	Draft agenda for today's committee call and communications with R.Hirsh regarding same.	.1	36.00
12/10/10	JR	RENERT	Prepare for and participate in committee call.	.8	288.00
12/13/10	RM	HIRSH	Attend Committee call regarding possible settlement with Debtors (.80); Multiple telephone conferences with S. Simms regarding same and strategy (.30); Telephone conference with Debtor's professionals regarding negotiation of settlement (1.40).	2.5	1,625.00
12/13/10	JR	RENERT	Prepare for an participate in committee conference call to discuss terms of potential deal with debtors and M.Ball.	.7	252.00
12/13/10	BM	BROWNSTEIN	Prepare for and participate in committee call regarding VF transaction.	.7	203.00
12/14/10	BM	BROWNSTEIN	Prepare for and participate in Committee Call regarding VF Transaction.	.6	174.00
12/14/10	RM	HIRSH	Multiple telephone conferences with debtors' professionals regarding review of comments to Plan and Asset Purchase Agreement.	2.9	1,885.00
12/14/10	RM	HIRSH	Prepare for and participate in committee call regarding status and strategy.	.8	520.00
12/14/10	JR	RENERT	Prepare for and participate in conference call regarding status of VF transaction.	.6	216.00
12/16/10	RM	HIRSH	Telephone conference with Debtors' counsel regarding various plan issues.	.5	325.00
12/16/10	RM	HIRSH	Attend Committee call regarding status and strategy.	.6	390.00
12/16/10	BM	BROWNSTEIN	Prepare for and participate in Committee Call to review VF Transaction.	.5	145.00
12/16/10	JR	RENERT	Prepare for and participate in committee conference call and follow-up internal meeting on status of deal documents.	.6	216.00

12/17/10	RM	HIRSH	Multiple telephone conferences with A. Spizz regarding various issues and strategy.	.5	325.00
12/20/10	RM	HIRSH	Attend Committee conference call regarding status and strategy.	.5	325.00
12/20/10	RM	HIRSH	Multiple telephone conferences with Debtor's counsel regarding Plan, Disclosure Statement and Liquidation analysis.	.8	520.00
12/20/10	JR	RENERT	Prepare for and participate on today's committee conference call.	.6	216.00
12/23/10	RM	HIRSH	Telephone conference with S. Simms regarding wind-down issues.	.5	325.00
12/23/10	JR	RENERT	Calendar committee call for members.	.1	36.00

CURRENT FEES

12,672.00

TIMEKEEPER TIME SUMMARY

ROBERT HIRSH	13.8	at \$650.00 =	8,970.00
JORDANA RENERT	6.9	at \$360.00 =	2,484.00
BETH M. BROWNSTEIN	4.2	at \$290.00 =	1,218.00
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TOTALS	24.9		12,672.00

SUBTOTAL FOR THIS MATTER

\$12,672.00

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/08/10	JR RENERT	Communications with L.Indelicato regarding preparation of supplemental disclosure.	.2	72.00
12/08/10	JR RENERT	Communications with L.Indelicato regarding adjournment of fee application.	.2	72.00
12/09/10	MJ JENKINS	Reviewing and responding to multiple emails from Mr. Hirsh concerning trademark review and matter	.3	181.50
12/09/10	LA INDELICATO	Discussion with Jordana Renert regarding supplemental disclosures with parties in interest.	.2	54.00
12/10/10	LA INDELICATO	Review, revise, file and serve Supplemental Declaration in Support of Arent Fox retention Application and prepare and file Affidavit of Service.	2.2	594.00
12/10/10	LA INDELICATO	Follow up with Conflicts Department regarding supplemental connections search.	.3	81.00
12/10/10	MJ JENKINS	Reviewing and responding to emails from Mr. Hirsh re trademark matter	.2	121.00
12/10/10	JR RENERT	Communications with L.Indelicato regarding adjourning fee application and drafting second fee application.	.1	36.00
12/14/10	LA INDELICATO	Work on supplemental declaration and research and draft connections disclosures.	2.3	621.00
12/15/10	LA INDELICATO	Continue preparation of supplemental declaration and research and draft connections disclosures.	1.9	513.00
12/16/10	JR RENERT	Communications with K.Pace and debtors' counsel regarding second interim fee application.	.2	72.00
12/23/10	JR RENERT	Communications with R.Hirsh regarding second interim fee application.	.4	144.00

CURRENT FEES

2,561.50

TIMEKEEPER TIME SUMMARY

MARYLEE JENKINS	.5	at \$605.00 =	302.50
JORDANA RENERT	1.1	at \$360.00 =	396.00
LISA INDELICATO	6.9	at \$270.00 =	1,863.00

TOTALS	8.5		2,561.50

SUBTOTAL FOR THIS MATTER

\$2,561.50

(00011) MATTER NUMBER

RE: Plan and Disclosure Statement Matters and
Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/01/10	BM BROWNSTEIN	Conduct research regarding voting rights in plan.	4.7	1,363.00
12/01/10	BM BROWNSTEIN	Meeting with A. Silfen to discuss class treatment in Plan and other open Plan issues.	.9	261.00
12/01/10	RM HIRSH	Review/analysis of VF's further revisions to the proposed Plan of Liquidation, Disclosure Statement and Asset Purchase Agreement.	1.1	715.00
12/01/10	AI SILFEN	Outline issues with respect to impairment.	.3	243.00
12/01/10	JR RENERT	Review Weil's comments to disclosure statement and communications with B.Brownstein regarding same.	.3	108.00
12/01/10	JR RENERT	Communications with B.Brownstein and R.Hirsh regarding outstanding issues in connection with plan and disclosure statement.	.4	144.00
12/01/10	RM HIRSH	Attend conference call with B. Brownstein, FTI and counsel for VF regarding discussion and review of revisions to same.	1.8	1,170.00
12/02/10	NA CONSTANTINO	Review Exide docket re pleadings re motions in support of plan and procedures.	1.2	318.00
12/02/10	JR RENERT	Communications with B.Brownstein and R.Hirsh regarding outstanding issues in connection with plan and disclosure statement.	.6	216.00
12/02/10	RM HIRSH	Further review of revisions to Disclosure Statement, Asset Purchase Agreement and Plan of Liquidation.	.8	520.00
12/02/10	RM HIRSH	Conference call with J. Jordan, B. Brownstein and FTI regarding review and changes to Plan of Liquidation and Asset Purchase Agreement.	.5	325.00
12/02/10	RG HONIGMAN	Review plan and analyze prospective tax treatment of plan and impact on creditors; structuring options regarding same.	2.4	1,392.00
12/02/10	BM BROWNSTEIN	Prepare for and participate in call with J. Rieser to address tax issues in Plan and Liquidating Trust.	.4	116.00

12/02/10	BM	BROWNSTEIN	Revise Disclosure Statement to incorporate changes after meeting and research remaining issue in Disclosure Statement.	6.6	1,914.00
12/02/10	BM	BROWNSTEIN	Revised APA to reflect changes and emailed the same	2.1	609.00
12/02/10	DJ	KOZLOWSKI	Work with Beth Brownstein to review and revise plan and creditor trust agreement.	.8	340.00
12/03/10	JA	RIESER JR.	Work on issues regarding draft plan of liquidation and prepare language for same.	.9	585.00
12/03/10	NA	CONSTANTINO	Search case dockets re sample bidding procedures motion.	.6	159.00
12/03/10	BM	BROWNSTEIN	Participate in conference call with Weil reviewing changes to APA and Plan.	.7	203.00
12/03/10	BM	BROWNSTEIN	Correspondence with FTI regarding Disclosure Statement, liquidation analysis and other provisions in the APA.	1.3	377.00
12/03/10	BM	BROWNSTEIN	Review first day affidavit and other materials to analyze outstanding leases and other corporate issues of Debtors in connection with the Disclosure Statement.	.8	232.00
12/03/10	RM	HIRSH	Review/analysis of further revisions to Asset Purchase Agreement and Plan of Liquidation (.90); Prepare for and participate in telephone conference with counsel with VF, FTI and B. Brownstein regarding review and discussion of same and changes to same (.90).	1.8	1,170.00
12/03/10	JR	RENERT	Review communications regarding outstanding issues in connection with plan, disclosure statement, asset purchase agreement and bidding procedures.	.5	180.00
12/03/10	JR	RENERT	Communications with B.Brownstein and R.Hirsh regarding outstanding issues in connection with plan and disclosure statement.	.4	144.00
12/03/10	NA	CONSTANTINO	Research if a particular entity was searched for connections.	.1	26.50
12/03/10	RM	HIRSH	Telephone conference with S. Simms regarding case strategy and Plan of Liquidation issues.	.5	325.00
12/05/10	JR	RENERT	Review case communications regarding plan, disclosure statement, asset purchase agreement and bid procedures from last week.	.3	108.00
12/05/10	JR	RENERT	Communications with several creditors regarding case status.	.1	36.00
12/05/10	JR	RENERT	Review and revise disclosure statement.	3.5	1,260.00

12/06/10	RM	HIRSH	Review/analysis of revisions to the Plan of Liquidation and Asset Purchase Agreement.	.5	325.00
12/06/10	BM	BROWNSTEIN	Review VF comments to Plan and proposed Bid Procedures.	.9	261.00
12/06/10	BM	BROWNSTEIN	Prepare for and participate in call with VF to review proposed changes to Plan and Bid Procedures.	.5	145.00
12/06/10	BM	BROWNSTEIN	Meet with J. Renert to follow up on proposed changes to Plan and bid procedures.	.5	145.00
12/06/10	JR	RENERT	Communications with B.Brownstein regarding tax issues in plan and disclosure statement.	.2	72.00
12/06/10	JR	RENERT	Meet with B.Brownstein regarding disclosure statement, bid procedures and plan.	.5	180.00
12/06/10	RM	HIRSH	Telephone conference with counsel for purchaser regarding various issues regarding same.	.6	390.00
12/07/10	AI	SILFEN	Approach conference and resolution.	.3	243.00
12/07/10	JR	RENERT	Communications with R.Hirsh regarding status of plan, asset purchase agreement and disclosure statement.	.2	72.00
12/07/10	JR	RENERT	Communications with S.Toub regarding revisions to plan.	.1	36.00
12/07/10	BM	BROWNSTEIN	Meet with R. Hirsh and J. Renert regarding APA and Plan revisions.	.5	145.00
12/07/10	JN	ROTHLEDER	Correspond and conference with J. Renert regarding liquidating trust provisions of draft plan.	.3	145.50
12/07/10	JA	RIESER JR.	Discussion with Jordana Renert regarding tax issues concerning Plan.	.5	325.00
12/07/10	DJ	KOZLOWSKI	Locate documents for use in revisions to plan.	.2	85.00
12/07/10	JR	RENERT	Detailed review of revised plan and communications with R. Hirsh regarding same.	1.3	468.00
12/07/10	JR	RENERT	Communications with J.Rieser regarding tax implications of liquidating trust.	.4	144.00
12/07/10	JR	RENERT	Communications with R.Hirsh, B.Brownstein and A.Silfen regarding tax implications of liquidating trust.	.6	216.00
12/08/10	JA	RIESER JR.	Conference call with R. Hirsh and J. Renert regarding tax questions regarding plan (0.7 hrs.); begin work on revision and additional language for plan and disclosure statement.	6.3	4,095.00
12/08/10	JR	RENERT	Prepare for and participate in conference call with Weil, FTI, R.Hirsh and B.Brownstein regarding strategy for today's meeting with debtors.	.8	288.00

12/08/10	JR	RENERT	Prepare for and participate in conference call with J.Rieser and R.Hirsh regarding tax consequences of sale and follow-up emails with J.Rieser regarding same.	.5	180.00
12/08/10	JR	RENERT	Communications with M.Cordasco and R.Hirsh regarding today's meeting.	.2	72.00
12/08/10	JR	RENERT	Communications with M.Cordasco regarding case status and today's meeting.	.3	108.00
12/08/10	JR	RENERT	Prepare for and attend pre-meeting with VF and committee professionals, meeting with VF, debtors' professionals, FTI, R.Hirsh and B.Brownstein regarding VF deal and plan and follow-up meeting with FTI.	3.3	1,188.00
12/08/10	JR	RENERT	Review fourth exclusivity motion and draft email to committee regarding same.	.7	252.00
12/08/10	JR	RENERT	Review and revise email to committee regarding today's meeting and exclusivity motion.	.1	36.00
12/08/10	BM	BROWNSTEIN	Participate in meeting with VF and Debtors.	2.8	812.00
12/08/10	BM	BROWNSTEIN	Participate in conference call with Arent Fox, VF and FTI preparing for meeting with Debtors on Plan.	.5	145.00
12/08/10	LA	INDELICATO	Prepare for service of Notice of Adjournment of Hearing on Arent Fox fee application.	.6	162.00
12/08/10	LA	INDELICATO	Discussions with Chambers and Jordana Renert regarding adjournment of hearing on Arent Fox fee application.	.3	81.00
12/08/10	LA	INDELICATO	Prepare Notice of Adjournment of Hearing on Arent Fox fee application and forward to Jordana Renert for approval.	.4	108.00
12/08/10	RM	HIRSH	Telephone conference with counsel for VF, FTI and J. Renert regarding discussion of strategy relating to meeting with debtors.	.8	520.00
12/08/10	RM	HIRSH	Attend strategy meeting with FTI for meeting with Debtors.	.5	325.00
12/08/10	RM	HIRSH	Attend meeting with counsel for VF and FTI regarding same.	.5	325.00
12/08/10	RM	HIRSH	Attend meeting with the Debtors' professionals, FTI and counsel for VF regarding discussion of the Plan and Asset Purchase Agreement and negotiation of settlement of various issues.	1.9	1,235.00
12/09/10	LA	INDELICATO	Discussion with Jordana Renert regarding filing next fee application.	.1	27.00
12/09/10	LA	INDELICATO	Discussion with Jordana Renert regarding adjournment of fee hearing.	.1	27.00

12/09/10	JA	RIESER JR.	Further work on revisions to draft plan and disclosure statement.	4.5	2,925.00
12/09/10	JR	RENERT	Communications with M.Cordasco regarding yesterday's meeting with debtors and next steps.	.3	108.00
12/09/10	JR	RENERT	Communications with B.Brownstein regarding case status and next steps with plan and disclosure statement.	1.3	468.00
12/09/10	JR	RENERT	Review J.Rieser's comments to plan and disclosure statement and communications regarding same.	.4	144.00
12/09/10	JR	RENERT	Review and revise plan per J.Rieser's comments.	1.3	468.00
12/10/10	RM	HIRSH	Review/analysis of revisions to draft Plan of Liquidation and Asset Purchase Agreement.	1.1	715.00
12/10/10	JA	RIESER JR.	Further work on materials for Plan and Disclosure Statement.	1.9	1,235.00
12/10/10	JR	RENERT	Review communications from J.Rieser regarding tax implications of plan from equity's residual interest.	.2	72.00
12/10/10	BM	BROWNSTEIN	Prepare and participate in committee conference call.	.8	232.00
12/10/10	JR	RENERT	Communications with J.Rieser regarding tax revisions in plan and disclosure statement.	.4	144.00
12/10/10	JR	RENERT	Prepare for and meet with VF and their counsel regarding trademark issues and plan.	1.4	504.00
12/10/10	JR	RENERT	Communications with M.Cordasco regarding meeting with VF and status of transaction.	.3	108.00
12/10/10	JR	RENERT	Further revisions to plan and circulate to group for comment.	.3	108.00
12/10/10	JR	RENERT	Communications with R.Hirsh and B.Brownstein regarding case status and plan for completing documents.	.4	144.00
12/10/10	JR	RENERT	Review and revise disclosure statement.	1.5	540.00
12/10/10	RM	HIRSH	Attended meeting with counsel for VF regarding strategy.	1.4	910.00
12/10/10	JA	RIESER JR.	Discussion with J. Renert regarding same.	.3	195.00
12/13/10	LA	INDELICATO	Calendar adjourn date for Hearing on First Interim Fee Application of Arent Fox LLP.	.1	27.00
12/13/10	JR	RENERT	Review tax section for disclosure statement.	.4	144.00
12/13/10	JR	RENERT	Meet with B.Brownstein regarding revisions to disclosure statement tax section.	.5	180.00
12/13/10	JR	RENERT	Meet with R.Hirsh regarding plan support agreement and communications with S.Toub and J.Smolinsky regarding same.	.4	144.00

12/13/10	JR	RENERT	Prepare for and participate in conference call with debtors' professionals, FTI, R.Hirsh and B.Brownstein regarding additional comments to plan and asset purchase agreement.	1.1	396.00
12/13/10	JR	RENERT	Meet with R.Hirsh regarding plan support agreement.	.3	108.00
12/13/10	JR	RENERT	Draft plan support agreement and circulate to VF's counsel and FTI.	3.5	1,260.00
12/13/10	JR	RENERT	Review and revise plan and disclosure statement.	.4	144.00
12/13/10	BM	BROWNSTEIN	Assist in drafting Plan Support Agreement documenting debtors' supplemental agreement to be incorporated into plan.	2.5	725.00
12/13/10	BM	BROWNSTEIN	Review of tax disclosure from J. Rieser and incorporate into Disclosure Statement.	2.9	841.00
12/14/10	BM	BROWNSTEIN	Revise Disclosure Statement pursuant to J. Renert's comments.	1.7	493.00
12/14/10	BM	BROWNSTEIN	Prepare for and participate in call with VF regarding revised APA.	.3	87.00
12/14/10	BM	BROWNSTEIN	Prepare for and participate in call with Debtors, VF, FTI and all professionals regarding APA and suggested revisions.	1.5	435.00
12/14/10	JR	RENERT	Review RKF objection to exclusivity motion and draft email regarding same.	.4	144.00
12/14/10	JR	RENERT	Prepare for today's meeting with FTI and counsel to VF.	.3	108.00
12/14/10	JR	RENERT	Review and revise tax disclosure for disclosure statement.	.4	144.00
12/14/10	JR	RENERT	Prepare for and participate in meeting with R.Hirsh, counsel to VF and FTI regarding deal documents and conference call with debtors' counsel regarding same.	3.4	1,224.00
12/14/10	JR	RENERT	Prepare for and meet with R.Hirsh regarding outstanding plan and asset purchase agreement issues, exclusivity hearing and other case issues.	1.1	396.00
12/14/10	JR	RENERT	Review precedents in connection with drafting disclosure statement approval motion.	.4	144.00
12/14/10	JR	RENERT	Communications with A.Kong and D.Flahat regarding drafting disclosure statement approval motion.	.2	72.00
12/14/10	JR	RENERT	Follow-up call with debtors' counsel regarding claims resolution comments in plan and exclusivity hearing.	.3	108.00

12/14/10	JR	RENERT	Communications with B.Brownstein regarding status of plan and asset purchase agreement, disclosure statement motion and bid procedures motion.	.4	144.00
12/14/10	JR	RENERT	Prepare for hearing on debtors' exclusivity extension and insurance financing motion.	1.4	504.00
12/14/10	JR	RENERT	Attend to administrative issues related to filing of plan, disclosure statement, asset purchase agreement, bidding procedures, etc..	.3	108.00
12/14/10	JR	RENERT	Review and revise disclosure statement.	1.3	468.00
12/14/10	AS	KONG	Conference call with J. Renert and D. Flahaut to discuss disclosure statement motion and related documents.	.3	124.50
12/14/10	MD	FLAHAUT	Exchange of e-mails and telephone conferences with J. Renert and A. Kong re motion to approve disclosure statement.	.4	128.00
12/14/10	MD	FLAHAUT	Conference with A. Kong re motion to approve disclosure statement.	.3	96.00
12/14/10	MD	FLAHAUT	Exchange of e-mails with L. Kirkland re preparation of motion to approve the disclosure statement.	.2	64.00
12/14/10	AS	KONG	Prepare motion to approve disclosure statement.	.6	249.00
12/14/10	MD	FLAHAUT	Initial preparation of proposed order approving the committee's disclosure statement.	3.4	1,088.00
12/14/10	MD	FLAHAUT	Initial preparation of master ballots and other solicitation materials with respect to the Committee's proposed chapter 11 plan.	1.9	608.00
12/15/10	AS	KONG	Continue preparing motion to approve disclosure statement.	2.2	913.00
12/15/10	MD	FLAHAUT	Further preparation of draft order approving the disclosure statement and master ballots.	1.4	448.00
12/15/10	JA	RIESER JR.	Begin review of comments on tax discussion.	.5	325.00
12/15/10	RM	HIRSH	Attended Telephone conference with Debtor's Professionals, counsel for the purchaser, the purchaser, and FTI regarding review of Asset Purchase Agreement and Plan and revisions thereof.	2.1	1,365.00
12/15/10	BM	BROWNSTEIN	Prepare for and participate in call with VF and FTI regarding changes to Plan and APA.	.5	145.00
12/15/10	BM	BROWNSTEIN	Prepare for and participate in call with all parties including Debtors, VF, FTI and all professionals regarding revisions to APA and Plan.	2.0	580.00

12/15/10	BM	BROWNSTEIN	Correspondence with J. Renert regarding status of deal documents and outstanding case issues.	.4	116.00
12/15/10	BM	BROWNSTEIN	Review revisions to plan.	.9	261.00
12/15/10	JR	RENERT	Prepare for and attend hearing on exclusivity hearing.	2.4	864.00
12/15/10	JR	RENERT	Review and revise liquidation analysis in connection with plan.	.7	252.00
12/15/10	JR	RENERT	Communications with M.Cordasco regarding case status and liquidation analysis.	.3	108.00
12/15/10	JR	RENERT	Review and revise non-consensual disclosure statement.	1.4	504.00
12/15/10	JR	RENERT	Review and revise consensual disclosure statement.	3.4	1,224.00
12/15/10	JR	RENERT	Communications with S.Toub regarding deal documents and related motions.	.1	36.00
12/15/10	JR	RENERT	Communications with S.Toub and J.Smolinsky regarding exclusivity hearing.	.1	36.00
12/15/10	JR	RENERT	Review revised consensual plan and communications with M.Cordasco regarding same.	.5	180.00
12/15/10	JR	RENERT	Prepare for and participate in pre-call with VF, VF's counsel, FTI, R.Hirsh and B.Brownstein regarding revised consensual plan.	.5	180.00
12/15/10	JR	RENERT	Prepare for and participate in conference call with debtors' professionals, VF, VF's counsel, FTI, R.Hirsh and B.Brownstein regarding revised consensual plan.	2.0	720.00
12/15/10	JR	RENERT	Communications with R.Hirsh regarding status of deal documents and outstanding case issues.	.4	144.00
12/15/10	JR	RENERT	Communications with B.Brownstein regarding status of deal documents and outstanding case issues.	.4	144.00
12/15/10	JR	RENERT	Review open tax issues and draft email to J.Rieser regarding same.	.4	144.00
12/15/10	JR	RENERT	Review revised plan and incorporate revisions into disclosure statement.	.3	108.00
12/15/10	JR	RENERT	Further review of and revisions to liquidation analysis.	1.1	396.00
12/15/10	JR	RENERT	Initial review and revisions to disclosure statement approval motion.	.7	252.00
12/16/10	MD	FLAHAUT	Further preparation of proposed order approving the disclosure statement and solicitation materials.	3.6	1,152.00
12/16/10	BM	BROWNSTEIN	Participate in call with R. Hirsh, J. Renert and J. Rieser regarding tax consequences of Plan.	.6	174.00
12/16/10	BM	BROWNSTEIN	Participate in call with Debtors regarding tax issues in Plan.	.8	232.00

12/16/10	BM	BROWNSTEIN	Participate in call with Debtors and VF regarding finalizing terms of APA and Plan.	.8	232.00
12/16/10	RG	HONIGMAN	Plan structuring analysis and telephone conferences.	1.5	870.00
12/16/10	JR	RENERT	Prepare for and participate in conference call with J.Rieser, R.Hirsh and B.Brownstein regarding tax issues in plan and disclosure statement.	.7	252.00
12/16/10	JR	RENERT	Meet with R.Hirsh regarding outstanding issues in plan and disclosure statement and follow-up with S.Toub regarding same.	.3	108.00
12/16/10	JR	RENERT	Further revisions to liquidation analysis and circulate to M.Cordasco.	.3	108.00
12/16/10	JR	RENERT	Prepare for and participate in conference call with debtors' counsel, R.Hirsh and J.Rieser.	.9	324.00
12/16/10	JR	RENERT	Communications with J.Smolinsky and R.Hirsh regarding revisions to disclosure statement.	.2	72.00
12/16/10	JR	RENERT	Review and revise disclosure statement motion.	1.5	540.00
12/16/10	JR	RENERT	Communications with D.Flahaut regarding ballots and release language.	.3	108.00
12/16/10	RM	HIRSH	Multiple telephone conferences with counsel for VF regarding status and strategy (1.10); Multiple telephone conferences with Debtor's counsel regarding same (.80); Telephone conference with Debtor's professionals, counsel for VF, VF and FTI regarding continued discussions of revisions of Asset Purchase Agreement and Plan and negotiation of provisions of same (1.30).	3.2	2,080.00
12/16/10	JA	RIESER JR.	Discussions with R. Honigman regarding same.	.4	260.00
12/16/10	RM	HIRSH	Telephone conference with J. Rieser regarding tax issues (.70); Attend to telephone conference with Debtors' counsel and Debtors' tax counsel and AF team regarding various issues and discussion of revised Asset Purchase Agreement (1.30).	2.0	1,300.00
12/16/10	RM	HIRSH	Review/analysis revised Plan, Asset Purchase Agreement and Disclosure Statement (1.20); Conferenced with J. Renert regarding same (.30).	1.5	975.00
12/16/10	MD	FLAHAUT	Exchange of e-mails and telephone conferences with J. Renert re order approving the disclosure statement.	.3	96.00
12/16/10	JA	RIESER JR.	Work on issues regarding disclosure statement.	2.7	1,755.00

12/16/10	JA	RIESER JR.	Participate in conference calls with debtors' counsel.	1.3	845.00
12/16/10	JA	RIESER JR.	Discussions with R. Hirsh regarding same.	.9	585.00
12/16/10	JA	RIESER JR.	Review tax authorities regarding debtors' concerns.	1.0	650.00
12/16/10	JR	RENERT	Communications with R.Hirsh and VF's counsel regarding releases and comments to asset purchase agreement.	.7	252.00
12/16/10	JR	RENERT	Communications with M.Cordasco on status of deal and comments to disclosure statement.	.3	108.00
12/16/10	JR	RENERT	Prepare for and participate in conference call with debtors' counsel, VF, VF's counsel, FTI, R.Hirsh and B.Brownstein regarding open issues in plan and disclosure statement.	.9	324.00
12/16/10	JR	RENERT	Communications with B.Brownstein and R.Hirsh regarding motions and other outstanding issues.	.4	144.00
12/16/10	JR	RENERT	Further revisions to disclosure statement motion, order, notices and ballots.	4.5	1,620.00
12/16/10	JR	RENERT	Revisions to disclosure statement.	.4	144.00
12/16/10	JR	RENERT	Review revised plan and communications with S.Toub regarding same.	.4	144.00
12/16/10	JR	RENERT	Review VF's counsel's comments to disclosure statement.	.5	180.00
12/17/10	JR	RENERT	Review and comment on revised plan and asset purchase agreement.	.4	144.00
12/17/10	JR	RENERT	Final review of and revisions to disclosure statement approval motion and proposed order and related exhibits.	.6	216.00
12/17/10	JR	RENERT	Communications with R.Hirsh regarding status of deal documents, plan and related motions.	.4	144.00
12/17/10	JR	RENERT	Communications with B.Brownstein regarding various motions and revisions to same.	.4	144.00
12/17/10	JR	RENERT	Review and revise disclosure statement to comply with plan, incorporate S.Toub's comments and J.Rieser's comments.	3.4	1,224.00
12/17/10	JR	RENERT	Meet with R.Hirsh regarding disclosure statement motion and order and review and revise same.	.8	288.00
12/17/10	JR	RENERT	Multiple revisions to disclosure statement including S.Toub's comments and debtors' comments.	5.3	1,908.00
12/17/10	JR	RENERT	Review and revise disclosure statement approval motion and order per debtors' counsel's comments.	.3	108.00

12/17/10	JR	RENERT	Review communications regarding finalizing asset purchase agreement and plan.	.3	108.00
12/17/10	RM	HIRSH	Conference call with S. Simms regarding same.	.2	130.00
12/17/10	LA	INDELICATO	Discussions with Jordana Renert and Rob Hirsh regarding preparation and timing of next interim fee application.	.3	81.00
12/17/10	LA	INDELICATO	Meeting with Jordana Renert and Beth Brownstein regarding filing of plan, disclosure statement, ARPA, breakup protection motion and notice of disclosure.	.4	108.00
12/17/10	RM	HIRSH	Review/analysis of revised draft of Liquidation Analysis.	.7	455.00
12/17/10	RM	HIRSH	Review/analysis of multiple revisions of Plan of Liquidation, Asset Purchase Agreement and Disclosure Statement.	2.1	1,365.00
12/17/10	BM	BROWNSTEIN	Review and revise Disclosure Statement motion and proposed order.	1.2	348.00
12/17/10	RM	HIRSH	Review/analysis Motion for An Order Approving the Disclosure Statement, Establishing Plan Solicitation and Voting Procedures, Scheduling Confirmation Hearing, Establishing Notice and Objection Procedures for Confirmation of Joint Plan of Liquidation (.90); Review/analysis Notices and Ballots regarding same (.50).	1.4	910.00
12/18/10	JR	RENERT	Review revised plan and make corresponding revisions in disclosure statement.	.3	108.00
12/18/10	RM	HIRSH	Review/analysis of final drafts of Plan or Liquidation, Disclosure Statement and Motion to Approve Break-up Protections and Motion to Approve Disclosure Statement.	2.3	1,495.00
12/20/10	LA	INDELICATO	Call to Chambers to schedule hearings on the Breakup Protection Motion, approval of Disclosure Statement, and Plan Confirmation; discussions with Robert Hirsh, Jordana Renert and Beth Brownstein.	.3	81.00
12/20/10	LA	INDELICATO	Assemble signature pages and review, revise and file Joint Plan and Asset Purchase Agreement.	1.7	459.00
12/20/10	LA	INDELICATO	Assemble signature pages and review, revise and file Disclosure Statement and exhibits thereto.	1.2	324.00
12/20/10	LA	INDELICATO	Draft Notice of Motion for Approval of Disclosure Statement.	.8	216.00
12/20/10	LA	INDELICATO	Review and revise Motion for Approval of Disclosure Statement and Proposed Order.	1.1	297.00

12/20/10	LA	INDELICATO	Prepare exhibits to Proposed Order Granting Motion for Approval of Disclosure Statement and file Motion and Order.	1.4	378.00
12/20/10	LA	INDELICATO	Review, revise and file Motion for Certain Buyer Protections, exhibits thereto and proposed order.	.9	243.00
12/20/10	LA	INDELICATO	Numerous discussions with Jordana Renert, Beth Brownstein and Rob Hirsh regarding preparation, noticing, filing and service of Plan, Disclosure Statement and related documents.	1.2	324.00
12/20/10	BM	BROWNSTEIN	Review all final documents for sign off before filing with Court.	3.6	1,044.00
12/20/10	RM	HIRSH	Multiple further review/analysis of revisions to final drafts of Plan or Liquidation, Disclosure Statement and Motion to Approve Break-up Protections and Motion to Approve Disclosure Statement for filing.	3.1	2,015.00
12/20/10	RM	HIRSH	Review/analysis revised Liquidation Analysis for Disclosure Statement.	.6	390.00
12/20/10	RM	HIRSH	Attend professional call with all parties to review final drafts of the Disclosure Statement, Plan of Reorganization, Motions to Approve Disclosure Statement and Motion to Approve to Break-Up Protections.	.5	325.00
12/20/10	JR	RENERT	Incorporate debtors' comments into disclosure statement.	1.3	468.00
12/20/10	JR	RENERT	Prepare for and participate in conference call with B.Brownstein and counsel to VF regarding buyers protection motion and disclosure statement approval motion.	.6	216.00
12/20/10	JR	RENERT	Communications with R.Hirsh regarding escrow agreement and status of plan, disclosure statement, etc.	.4	144.00
12/20/10	JR	RENERT	Review and revise disclosure statement approval motion and order per J.Smolinsky and S.Toub's comments.	3.2	1,152.00
12/20/10	JR	RENERT	Finalize all documents for filing including multiple calls with J.Smolinsky, S.Toub and debtors' counsel and coordinate filing of same.	3.9	1,404.00
12/20/10	JR	RENERT	Prepare for and participate on conference call finalizing deal documents and related motions.	.4	144.00
12/20/10	JR	RENERT	Draft notice of disclosure statement hearing and coordinate filing of documents.	.4	144.00

12/20/10	JR	RENERT	Communications regarding filing plan, disclosure statement, asset purchase agreement and related documents and circulate filed versions to debtors' professionals, VF and VF's counsel.	.5	180.00
12/20/10	JR	RENERT	Draft email and circulate executed and filed versions of plan, disclosure statement, asset purchase agreement and related documents to committee.	.3	108.00
12/21/10	JR	RENERT	Communications with L.Indelicato, J.Makower and Donlin Recano regarding service of documents and 2002 list.	.6	216.00
12/21/10	JR	RENERT	Communications with R.Hirsh and B.Brownstein regarding liquidating trust agreement.	.3	108.00
12/21/10	JR	RENERT	Communications with Donlin Recano regarding service of documents.	.4	144.00
12/21/10	JR	RENERT	Communications with R.Hirsh, A.Rosenstein and B.Brownstein regarding releases in Plan.	.7	252.00
12/21/10	BM	BROWNSTEIN	Review various notes and agreements to begin drafting liquidating trust agreement.	2.3	667.00
12/21/10	LA	INDELICATO	Review, revise and file Notice of Motion for Approval of Disclosure Statement.	1.2	324.00
12/21/10	LA	INDELICATO	Confirm hearing times with Chambers and discuss with attorneys.	.2	54.00
12/21/10	LA	INDELICATO	Review, revise and file Notice of Motion for Certain Buyer Protections.	1.1	297.00
12/21/10	LA	INDELICATO	Fax to Court regarding docket correction; discuss with Jordana Renert.	.5	135.00
12/22/10	LA	INDELICATO	Prepare Second Interim Fee Application and exhibits.	2.1	567.00
12/22/10	LA	INDELICATO	Prepare copies of Plan, Asset Purchase Agreement, Disclosure Statement, Motion to Approve Disclosure Statement and Buyer Protections Motions and all exhibits and related Notices for Joseph Smolinsky and client and FedEx to same; discuss with Jordana Renert.	.8	216.00
12/22/10	LA	INDELICATO	Prepare binders of Plan and Disclosure Statement and related documents for Jordana Renert and Robert Hirsh and discuss same.	2.1	567.00
12/22/10	JR	RENERT	Communications with J.Smolinsky and L.Indelicato regarding preparing copies of filed documents.	.3	108.00
12/23/10	JR	RENERT	Communications with R.Hirsh regarding releases.	.2	72.00
12/23/10	JR	RENERT	Communications with A.Rosenstein regarding release provisions.	.1	36.00

12/23/10	LA	INDELICATO	Prepare letter to J. Smolinsky and client and fedex with tax schedules to APA recently received from Debtors' counsel; discuss with Jordana Renert.	.5	135.00
12/27/10	JR	RENERT	Brief review of affidavit of service in connection with plan, disclosure statement and related motions and communications with L.Indelicato regarding same.	.1	36.00
12/28/10	JR	RENERT	Communications with Donlin Recano regarding solicitation procedures and ballots.	.2	72.00
12/28/10	JR	RENERT	Review B.Brownstein's comments to draft plan of reorganization.	.6	216.00
12/29/10	LA	INDELICATO	Prepare package for Chambers including courtesy copies of plan and disclosure statement, motion to approve disclosure statement and buyer protections motion. Update plan and disclosure statement binders for Jordana Renert and Rob Hirsh.	1.8	486.00
12/30/10	JR	RENERT	Communications with Donlin Recano regarding form of ballots.	.1	36.00

CURRENT FEES

97,031.50

TIMEKEEPER TIME SUMMARY

ANDREW I. SILFEN	.6	at	\$810.00 =	486.00
JOSEPH A. RIESER JR	21.2	at	\$650.00 =	13,780.00
ROBERT HIRSH	33.5	at	\$650.00 =	21,775.00
ROBERT G. HONIGMAN	3.9	at	\$580.00 =	2,262.00
JEFFREY N. ROTHLEDE	.3	at	\$485.00 =	145.50
DAVID J. KOZLOWSKI	1.0	at	\$425.00 =	425.00
ANDY S. KONG	3.1	at	\$415.00 =	1,286.50
JORDANA RENERT	93.4	at	\$360.00 =	33,624.00
M. DOUGLAS FLAHAUT	11.5	at	\$320.00 =	3,680.00
BETH M. BROWNSTEIN	46.0	at	\$290.00 =	13,340.00
LISA INDELICATO	21.2	at	\$270.00 =	5,724.00
NOVA A. CONSTANTINO	1.9	at	\$265.00 =	503.50
TOTALS	237.6			97,031.50

SUBTOTAL FOR THIS MATTER

\$97,031.50

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/29/10	JR RENERT	Communications with R.Hirsh, S.Simms, M.Cordasco and A.Goldstein regarding CIT extension stipulation.	1.7	612.00
12/29/10	JR RENERT	Review proposed CIT extension stipulation and draft email regarding same to committee.	.4	144.00

CURRENT FEES

756.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	2.1	at \$360.00 =	756.00
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TOTALS	2.1		756.00

SUBTOTAL FOR THIS MATTER

\$756.00

(00022) MATTER NUMBER

RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: DECEMBER 31, 2010

Date	Timekeeper		Hours	Value
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12/03/10	LA INDELICATO	Discussion with Elison Rodriguez regarding status of billing.	.1	27.00
12/12/10	JR RENERT	Review and revise November time detail.	2.1	756.00
12/13/10	AI SILFEN	Conference and telephone call regarding time detail.	.9	729.00
12/14/10	LA INDELICATO	Follow up with Accounting regarding November invoice.	.2	54.00
12/15/10	JR RENERT	Communications with A.Silfen, R.Hirsh and E.Rodriguez regarding November time detail.	.1	36.00
12/20/10	JR RENERT	Review and revise November time detail and communications with R.Hirsh regarding same.	.4	144.00
12/20/10	LA INDELICATO	Prepared, filed and served monthly fee statements of Arent Fox and FTI Consulting for November 2010 and prepared and filed affidavit of service.	1.7	459.00
12/22/10	LA INDELICATO	Discussions with Jordana Renert and Robert Hirsh regarding adjournment of hearing on first interim fee application and scheduling of hearing on second interim fee application.	.4	108.00
12/22/10	RM HIRSH	Review/analysis of Second Interim Application of Arent Fox for period from August 1, 2010 through November 30, 2010.	.9	585.00
12/22/10	JR RENERT	Communications with L.Indelicato regarding second interim fee application.	.2	72.00
12/22/10	JR RENERT	Draft second interim fee application.	4.3	1,548.00
12/23/10	JR RENERT	Draft email to committee summarizing November monthly fee statements.	.3	108.00
12/27/10	JR RENERT	Review FTI's November monthly fee statement.	.4	144.00
12/27/10	JR RENERT	Review R.Hirsh's comments to second interim fee application.	.1	36.00
12/27/10	JR RENERT	Review and revise second interim fee application.	.6	216.00
12/27/10	JR RENERT	Review Todtman's November monthly fee statement.	.6	216.00
12/27/10	JR RENERT	Review and comment on FTI's second interim fee application.	.6	216.00
12/27/10	JR RENERT	Review Atlas November monthly fee statement.	.1	36.00

12/27/10	JR	RENERT	Review Coleman Frost November monthly fee statement.	.3	108.00
12/28/10	JR	RENERT	Communications with K.Pace regarding second interim fee application.	.1	36.00
12/28/10	JR	RENERT	Review and revise FTI's second interim fee application.	.5	180.00
12/28/10	JR	RENERT	Review and revise Arent Fox's second interim fee application and communications with L.Indelicato regarding same.	.5	180.00
12/29/10	JR	RENERT	Communications with L.Indelicato, K.Pace and debtors' counsel regarding finalizing and filing second fee application.	.4	144.00
12/29/10	LA	INDELICATO	Discussions with Jordana Renert regarding issues with fee application and affidavit in support and scheduling of fee hearing. Revise fee application.	1.8	486.00
12/30/10	LA	INDELICATO	Review, revise and file second interim fee application of Arent Fox LLP.	1.8	486.00
12/30/10	LA	INDELICATO	Review, revise and file second interim fee application of FTI Consulting.	1.1	297.00
12/30/10	LA	INDELICATO	Prepare for service of fee applications.	.3	81.00
12/30/10	JR	RENERT	Communications with L.Indelicato and J.Makower regarding scheduling of second interim fee application.	.2	72.00
12/30/10	JR	RENERT	Communications with L.Indelicato regarding filing interim fee applications, rescheduling hearing on first interim fee application, filing affidavit of service, etc.	.4	144.00
12/30/10	JR	RENERT	Review and summarize Debtors' retention application for forensic accountants.	.6	216.00

CURRENT FEES

7,920.00

TIMEKEEPER TIME SUMMARY

ANDREW I. SILFEN	.9	at	\$810.00 =	729.00
ROBERT HIRSH	.9	at	\$650.00 =	585.00
JORDANA RENERT	12.8	at	\$360.00 =	4,608.00
LISA INDELICATO	7.4	at	\$270.00 =	1,998.00
TOTALS	22.0			7,920.00

SUBTOTAL FOR THIS MATTER

\$7,920.00

SUMMARY OF CHARGES

TOTAL FOR: PHONE CHARGES	88.66
TOTAL FOR: DUPLICATING SUMMARY	1,249.55
TOTAL FOR: OTHER DATABASE SEARCH	88.82
TOTAL FOR: WESTLAW	314.86
TOTAL FOR: OUTSIDE DUPLICATING	81.50
TOTAL FOR: OVERTIME MEALS & CABS	747.13
TOTAL FOR: TAXICABS	243.29
TOTAL FOR: OVERNIGHT DELIVERY	35.50
TOTAL FOR: MEALS	60.34

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
PARTNER				
ANDREW I. SILFEN	BR, 1986 (NJ), 1987 (NY)	3.00	810.00	2,430.00
JEFFREY E. JORDAN		3.70	650.00	2,405.00
JOSEPH A. RIESER JR.	LDR, 1974 (PA), 1976 (DC)	27.60	650.00	17,940.00
ROBERT HIRSH	BR, 1998 (NY & NJ)	62.00	650.00	40,300.00
MARYLEE JENKINS		.80	605.00	484.00
ROBERT G. HONIGMAN		3.90	580.00	2,262.00
MICHAEL S. CRYAN	LDR, 1996 (NY & DC)	12.20	565.00	6,893.00
JEFFREY N. ROTHLEDER	BR, 2002 (MD)	.30	485.00	145.50
ASSOCIATES				
ANDREW C. UDIN		1.20	510.00	612.00
DAVID J. KOZLOWSKI	BR, 2007 (NY)	2.80	425.00	1,190.00
ANDY S. KONG	2006 (CA)	3.10	415.00	1,286.50
SARAH I. MARKS		30.60	390.00	11,934.00
JORDANA RENERT		147.50	360.00	53,100.00
M. DOUGLAS FLAHAUT		24.80	320.00	7,936.00
BETH M. BROWNSTEIN	BR, 2006 (CA); 2008 (MT)	128.10	290.00	37,149.00
PARAPROFESSIONALS				
LISA INDELICATO	BR	37.40	270.00	10,098.00
NOVA A. CONSTANTINO	BR	2.10	265.00	556.50
MIRIAM LYLE MCKIBBEN		7.50	260.00	1,950.00
TANYA V. J. BRANCH		51.80	250.00	12,950.00
		550.40		211,621.50

Blended Rate: 384.49

BF: Banking and Finance
BR: Bankruptcy and Reorganization
CORP: Corporate
EMPL: Employment Law
HEALTH: Health Law

INTL:
LDR:
RE:

International Law
Litigation Dispute Resolution
Real Estate

032509 Rock & Republic of Official Committee of
20 JANUARY 2011

Invoice Number 1294896
Page 46

CURRENT CHARGES FOR ALL MATTERS	2,909.65
CURRENT FEES FOR ALL MATTERS	211,621.50
TOTAL AMOUNT OF THIS INVOICE	\$214,531.15

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1294896
Invoice Date 01/20/11
Client Number 032509

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$214,531.15

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC BANK
Address: 800 Connecticut Avenue NW
Washington, DC 20006
ABA#: 031000053
SWIFT CODE: PNCCUS33 (for international use)
Account #: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1050 Connecticut Ave., NW
Washington, DC 20036

Please reference the following:

Client # 032509
Client Name Rock & Republic of Official Committee of Unsecured
Invoice Number 1294896

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.